

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

In re

TPC GROUP INC., *et al.*,

Debtors.¹

Chapter 11

Case No. 22-10493 (CTG)

(Jointly Administered)

Adv. Proc. No. 22-50372 (CTG)

BAYSIDE CAPITAL, INC. and
CERBERUS CAPITAL
MANAGEMENT, L.P.,

Plaintiffs-Appellants,

v.

Case No. 1:22-mc-00298-UNA

TPC GROUP INC.

Defendant-Appellee,

-and-

THE AD HOC NOTEHOLDER
GROUP,

*Intervenor-
Defendant-Appellee.*

**APPELLEES' MOTION FOR LEAVE TO EXCEED THE WORD LIMIT
FOR APPELLEES' RESPONSE TO EMERGENCY MOTION FOR STAY
PENDING APPEAL**

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: TPC Group Inc. (3618); TPC Holdings, Inc. (7380); TPC Group LLC (8313); Texas Butylene Chemical Corporation (7440); Texas Olefins Domestic International Sales Corporation (4241); TPC Phoenix Fuels LLC (9133); Port Neches Fuels, LLC (1641); and TP Capital Corp. (6248). Each Debtor's corporate headquarters and mailing address is 500 Dallas St., Suite 2000, Houston, Texas 77002.

TPC Group Inc. and the Ad Hoc Noteholder Group (the “Appellees”) hereby file this motion (the “Motion”) for entry of an order authorizing the Appellees to exceed the word limit of Rule 8013(f)(3)(A) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) in connection with the *Appellees’ Response to Emergency Motion for Stay Pending Appeal* (the “Response”),² contemporaneously filed herewith. In support of the Motion, the Appellees state as follows:

1. Bankruptcy Rule 8013 governs motions or responses thereto in a bankruptcy appeal. *See* D. Del. LR 7.1.3(f) (stating that documents filed in “[b]ankruptcy appeals . . . shall . . . conform to the requirements of the Federal Rules of Bankruptcy Procedure”); Fed. R. Bankr. P. 8013 (governing the contents of motions and responses thereto). Bankruptcy Rule 8013(f)(3)(A) states that “a response to a motion produced using a computer must include a certificate under Rule 8015(h) and not exceed 5,200 words[.]” The Response contains 11,728 words.

2. Notwithstanding Bankruptcy Rule 8013(f)(3)(A), a party may exceed the word limits for a response with the district court’s permission. Fed. R. Bankr. P. 8013(f)(3). Furthermore, the Court is authorized to accept documents that do not comply with Bankruptcy Rule 8015. D. Del. LR 7.1.3(f).

3. Sufficient cause exists to justify permitting the Response to exceed the word limit of Bankruptcy Rule 8013. First, exceeding the word limit is necessary to

² Capitalized terms not defined herein are defined in the Response.

respond to the Appellants' extensive 9,500-word motion for stay pending appeal, which covers a wide range of issues. To effectively respond to Appellants' stay motion, Appellees need to provide the Court with necessary information concerning the 10.5% Notes Indenture, the Supplemental Indenture, the 10.875% Notes Indenture, the 2021 Intercreditor Agreement, the parties' conduct and filings throughout the pendency of the Adversary Proceeding and the chapter 11 cases, and the Initial Stay Decision. The Response further analyzes the four-part legal standard applicable for a stay pending appeal and explains why the stay motion should be denied.

4. For the foregoing reasons, the Appellees respectfully request that the Court grant the Motion.

Dated: July 18, 2022
Wilmington, Delaware

BAKER BOTTS L.L.P.

James R. Prince (*pro hac vice* pending)
Kevin Chiu (*pro hac vice* pending)
2001 Ross Avenue, Suite 900
Dallas, Texas 75201-2980
Telephone: (214) 953-6500
Facsimile: (214) 953-6503
Email: jim.prince@bakerbotts.com
kevin.chiu@bakerbotts.com

-and-

BAKER BOTTS L.L.P.

Scott R. Bowling (*pro hac vice* pending)
30 Rockefeller Plaza
New York, New York 10112
Telephone: (212) 408-2500
Facsimile: (212) 259-2501
Email: scott.bowling@bakerbotts.com

-and-

BAKER BOTTS L.L.P.

David R. Eastlake (*pro hac vice* pending)
Lauren N. Randle (*pro hac vice* pending)
910 Louisiana Street
Houston, Texas 77002
Telephone: (713) 229-1234
Facsimile: (713) 229-1522
Email: david.eastlake@bakerbotts.com
lauren.randle@bakerbotts.com

/s/ Curtis S. Miller

**MORRIS, NICHOLS, ARSHT
& TUNNELL LLP**

Robert J. Dehney (No. 3578)
Curtis S. Miller (No. 4583)
Daniel B. Butz (No. 4227)
Matthew O. Talmo (No. 6333)
Brian Loughnane (No. 6853)
1201 N. Market Street, 16th Floor
P.O. Box 1347
Wilmington, Delaware 19899-1347
Telephone: (302) 658-9200
Facsimile: (302) 658-3989
Email: rdehney@morrisnichols.com
cmiller@morrisnichols.com
dbutz@morrisnichols.com
mtalmo@morrisnichols.com
bloughnane@morrisnichols.com

Counsel for TPC Group Inc.

PAUL HASTINGS LLP

Kristopher M. Hansen, Esq.
Kenneth Pasquale, Esq.
Jonathan D. Canfield, Esq.
200 Park Avenue
New York, New York 10166
Telephone: (212) 318-6000
Facsimile: (212) 319-4090
Email: krishansen@paulhastings.com
kenpasquale@paulhastings.com
joncanfield@paulhastings.com

*Counsel to Intervenor Defendant
The Ad Hoc Noteholder Group, solely
with respect to the claims asserted by
plaintiff Cerberus Capital
Management, L.P*

/s/ Robert F. Poppiti, Jr.

**YOUNG CONAWAY STARGATT
& TAYLOR, LLP**

Matthew B. Lunn, Esq. (No. 4119)
Robert F. Poppiti, Jr., Esq. (No. 5052)
1000 North King Street
Wilmington, Delaware 19801
Telephone: (302) 571-6600
Facsimile: (302) 576-3312
Email: mlunn@ycst.com
rpoppiti@ycst.com

*Counsel to Intervenor Defendant
The Ad Hoc Noteholder Group*

CERTIFICATE OF COMPLIANCE

Pursuant to Fed. R. Bankr. P. 8015(h), the undersigned hereby certifies that this motion complies with the type-volume limitation of Fed. R. Bankr. P. 8013(f)(3)(A). Exclusive of the exempted portions specified in Fed. R. Bankr. P. 8015(g), the motion contains 349 words. The motion has been prepared using Microsoft Word. The undersigned has relied upon the word count feature of this word processing software in preparing this certificate.

Dated: July 18, 2022

/s/ *Tori L. Remington*
Tori L. Remington (No. 6901)